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December 17, 2007

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

RECORDATION NO. 22202-D FILED

DEC 17 '07 -4 4 5 PM

Re: Union Pacific Railroad Company  
Substitution of Equipment SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Partial Release of Security Interest dated as of December 17, 2007, a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement dated as of June 15, 1999 between Owner and Lessee, a copy of which was recorded with the Surface Transportation Board on June 21, 1999 at 3:00 P.M. under Recordation Number 22202.

The name and address of the party to the enclosed document is as follows:

Indenture Trustee: Wilmington Trust FSB  
Suite 200N  
3773 Howard Hughes Parkway  
Las Vegas, Nevada 89109  
Attention: Corporate Trust Administration

The equipment covered as of the date hereof by the enclosed document consists of 1 AC4400CW Locomotive bearing the reporting mark UP 7139.

A short summary of the document to appear in the index follows:

Partial Release of Security Interest dated as of December 17, 2007, from Wilmington Trust FSB, as Indenture Trustee.

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and

Law Offices of  
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recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

Enclosures

DEC 17 '07

-4 4 5 PM

**PARTIAL RELEASE OF SECURITY INTEREST**

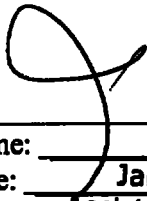
THIS PARTIAL RELEASE OF SECURITY INTEREST dated as of December 17, 2007 is made and entered into by the undersigned, WILMINGTON TRUST FSB (the "*Indenture Trustee*").

For good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Indenture Trustee hereby terminates, releases and discharges its security interest in the railroad equipment set forth on Schedule 1 attached hereto which has been deemed to have suffered an Event of Loss.

Such security interest was granted pursuant to that certain Indenture and Security Agreement dated as of June 15, 1999 (the "*Indenture*"), by UP 1999 Trust for FSB No. 1, as Owner, in favor of the Indenture Trustee, as supplemented (i) a memorandum of which was duly recorded with the Surface Transportation Board on June 21, 1999 at 3:00 P.M. under Recordation Number 22202-A and the related Memorandum of Lease Assignment which was duly recorded with the Surface Transportation Board on June 21, 1999 at 3:00 P.M. under Recordation Number 22202-B and (ii) a summary of which was deposited with the Registrar General of Canada on June 22, 1999 at 10:30 A.M. Capitalized terms used herein without definition have the meanings assigned to them in the Indenture.

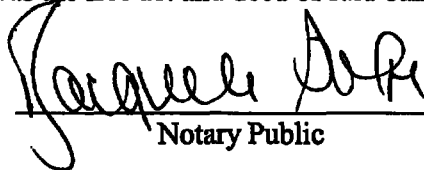
Dated this 17<sup>th</sup> day of December, 2007.

WILMINGTON TRUST FSB

By:   
Name: \_\_\_\_\_  
Title: James A. Hanley  
Assistant Vice President

STATE OF DELAWARE     )  
                                      )  
COUNTY OF NEW CASTLE    )

On this 14 day of December, 2007, before me personally appeared James Hanley, to me personally known, who, being by me duly sworn, says that (s)he is DVP of WILMINGTON TRUST FSB, that the foregoing instrument was signed on behalf of said bank by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires

JACQUELINE SOLONE  
Notary Public - State of Delaware  
My Comm. Expires March 28, 2011

JACQUELINE SOLONE  
Notary Public - State of Delaware  
My Comm. Expires March 28, 2011

**SCHEDULE 1**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ROAD NUMBER</b>
AC4400CW locomotive	1	UP 7139

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/17/07



\_\_\_\_\_  
Robert W. Alvord